

1 Eliot A. Adelson (SBN 205284)  
2 James Maxwell Cooper (SBN 284054)  
3 KIRKLAND & ELLIS LLP  
4 555 California Street, 27th Floor  
5 San Francisco, CA 94104  
6 Telephone: (415) 439-1400  
7 Facsimile: (415) 439-1500  
8 Email: eadelson@kirkland.com  
9 Email: max.cooper@kirkland.com

10 James H. Mutchnik, P.C. (*pro hac vice*)  
11 Barack Echols (*pro hac vice*)  
12 KIRKLAND & ELLIS LLP  
13 300 North LaSalle  
14 Chicago, IL 60654  
15 Telephone: (312) 862-2000  
16 Facsimile: (312) 862-2200  
17 Email: jmutchnik@kirkland.com  
18 Email: bechols@kirkland.com

19 Attorneys for Defendants  
20 HITACHI, LTD., HITACHI DISPLAYS, LTD.  
21 (n/k/a JAPAN DISPLAY INC.), HITACHI  
22 AMERICA, LTD., HITACHI ASIA, LTD.,  
23 AND HITACHI ELECTRONIC DEVICES  
24 (USA), INC.

25 **UNITED STATES DISTRICT COURT**  
26 **NORTHERN DISTRICT OF CALIFORNIA**  
27 **SAN FRANCISCO DIVISION**

28 IN RE: CATHODE RAY TUBE (CRT)  
19 ANTITRUST LITIGATION

20 This Document Relates to:

21 *Costco Wholesale Corporation v. Hitachi, Ltd., et al.*, No. 3:11-cv-06397-SC;

22 *Costco Wholesale Corp. v. Technicolor SA, et al.*,  
23 *Individual Case no. 13-cv-05723*;

24 *CompuCom Systems, Inc. v. Hitachi, Ltd., et al.*,  
25 *Individual Case No. 11-cv-06396*;

26 *Office Depot Inc. v. Hitachi Ltd., et al.*,  
27 *Individual Case No. 11-cv-06276*;

Case No. Master File No. 3:07-cv-05944-SC  
MDL NO. 1917

**DECLARATION OF JAMES MAXWELL COOPER IN SUPPORT OF ADMINISTRATIVE MOTION TO FILE UNDER SEAL PURSUANT TO CIVIL LOCAL RULES 79-5(d) AND 7-11 RE DEFENDANTS' JOINT REPLY TO COSTCO'S OPPOSITION TO (1) DEFENDANTS' JOINT MOTION FOR PARTIAL SUMMARY JUDGMENT AGAINST CERTAIN DIRECT ACTION PLAINTIFFS ON DUE PROCESS GROUNDS [ECF NO. 3029] AND (2) DEFENDANTS' JOINT MOTION FOR PARTIAL SUMMARY JUDGMENT AGAINST COSTCO ON CHOICE OF LAW GROUNDS [ECF NO. 2997]**

1 I, James Maxwell Cooper, declare as follows:

2 1. I am an attorney licensed to practice in the State of California and the Northern  
 3 District of California. I am an associate with the firm of Kirkland & Ellis LLP, and counsel for  
 4 Hitachi, Ltd., Hitachi Asia, Ltd., Hitachi America, Ltd., Hitachi Displays, Ltd. (n/k/a Japan Display  
 5 Inc.), and Hitachi Electronic Devices (USA), Inc. (collectively, the “Hitachi Defendants”). Except  
 6 for those matters stated on information and belief, about which I am informed and which I believe to  
 7 be true, I have personal knowledge of the facts stated herein and, if called as a witness, I could and  
 8 would competently testify thereto.

9 2. I submit this declaration in support of Hitachi Defendants’ Administrative Motion to  
 10 File Under Seal Pursuant to Civil Local Rules 79-5(d) and 7-11. I make this declaration pursuant to  
 11 Civil Local Rule 79-5(d) to establish that certain documents containing Confidential and Highly  
 12 Confidential information and submitted to the Court in connection with Defendants’ Joint Reply to  
 13 Costco’s Opposition to (1) Defendants’ Joint Motion for Partial Summary Judgment Against Certain  
 14 Direct Action Plaintiffs on Due Process Grounds [ECF No. 3029] and (2) Defendants’ Joint Motion  
 15 for Partial Summary Judgment Against Costco on Choice of Law Grounds [ECF No. 2997]  
 16 (“Reply”) are sealable.

17 3. On June 18, 2008, the Court approved a “Stipulated Protective Order” in this matter  
 18 (Dkt. 306). On January 23, 2015, the Hitachi Defendants filed an Administrative Motion to Seal, and  
 19 lodged conditionally under seal, the following documents, or portions thereof, pursuant to Civil  
 20 Local Rules 7-11 and 79-5(d):

21 a. Portions of the Reply that contain quotations or information from documents and/or  
 22 deposition testimony that certain Defendants have designated “Highly Confidential”;  
 23 and

24 b. Exhibit 2 and 4 attached to the Declaration of James Maxwell Cooper in Support of  
 25 the Reply (“Cooper Declaration”), which are excerpts from deposition testimony that  
 26 the Hitachi Defendants have designated “Highly Confidential.”

27 4. Pursuant to Civil Local Rule 79-5(d), I make this declaration on behalf of the Hitachi  
 28 Defendants to provide the basis for the Court to maintain under seal certain documents and

1 information designated by the Hitachi Defendants as “Confidential” or “Highly Confidential”  
 2 pursuant to the Stipulated Protective Order, and all references to those documents and information in  
 3 the Reply.

4 5. Exhibit 2 to the Cooper Declaration is a true and correct copy of excerpts from the  
 5 deposition of L. Thomas Heiser, dated March 18, 2014, and designated by Hitachi Defendants as  
 6 “Highly Confidential.”

7 6. Exhibit 4 to the Cooper Declaration is a true and correct copy of excerpts from the  
 8 deposition of Kazumasa Hirai, dated February 4, 2014 and designated by Hitachi Defendants as  
 9 “Highly Confidential.”

10 7. Upon information and belief, the testimony included in Exhibits 2 and 4 contains  
 11 confidential, nonpublic, proprietary and highly sensitive business information about the Hitachi  
 12 Defendants’ sales processes, business practices, internal practices, negotiating tactics, confidential  
 13 business and supply agreements and/or competitive positions. These documents describe  
 14 relationships with companies that remain important to the Hitachi Defendants’ competitive position.  
 15 I am informed and believe that this is sensitive information and public disclosure of this information  
 16 presents a risk of undermining the Hitachi Defendants’ business relationships, would cause it harm  
 17 with respect to its competitors and customers, and would put the Hitachi Defendants at a competitive  
 18 disadvantage.

19 8. The highlighted portions of the Reply quote from, describe, or contain documents or  
 20 information designated as “Highly Confidential” by the Hitachi Defendants pursuant to the  
 21 Stipulated Protective Order, including Exhibits 2 and 4 to the Cooper Declaration. I understand that  
 22 Hitachi considers any statements in the Reply purporting to summarize the exhibits or any other  
 23 documents or information designated as “Confidential” or “Highly Confidential” by the Hitachi  
 24 Defendants is confidential and proprietary. I am informed and believe that the Hitachi Defendants  
 25 have taken reasonable steps to preserve the confidentiality of information of the type contained,  
 26 identified, or cited to in Exhibits 2 and 4, and referenced in the Reply.

1 I declare under penalty of perjury under the laws of the United States of America that the  
2 foregoing is true and correct.

3  
4 DATED: January 23, 2015

5 By: /s/ James Maxwell Cooper  
6  
7  
8  
9

10 Eliot A. Adelson  
11 James Maxwell Cooper  
12 KIRKLAND & ELLIS LLP  
13 555 California Street, 27th Floor  
14 San Francisco, CA 94104  
15 Telephone: (415) 439-1400  
16 Facsimile: (415) 439-1500  
17 Email: eadelson@kirkland.com  
18 Email: max.cooper@kirkland.com

19  
20 Attorneys for Defendants  
21 HITACHI, LTD., HITACHI DISPLAYS,  
22 LTD. (n/k/a JAPAN DISPLAY INC.),  
23 HITACHI AMERICA, LTD., HITACHI  
24 ASIA, LTD., AND HITACHI  
25 ELECTRONIC DEVICES (USA), INC.  
26  
27  
28